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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 15671  
(ATS OHIO INC. AND LONGACRE MASTER FUND LTD.)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and ATS Ohio Inc. ("ATS Ohio") and Longacre Master Fund Ltd. ("Longacre," and together with ATS Ohio, the "Claimants"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 15671 (ATS Ohio Inc. And Longacre Master Fund Ltd.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 13, 2006, ATS Ohio filed proof of claim number 15671 against Delphi Automotive Systems LLC ("DAS LLC"), which asserts an unsecured non-priority claim in the amount of \$1,621,059.30 (the "Claim") stemming from the sale of goods to ATS Ohio and services performed on behalf of ATS Ohio.

WHEREAS, on December 22, 2006, ATS Ohio assigned its interest in the Claim to Longacre pursuant to a certain Assignment of Claim, as evidenced by a Notice of Transfer filed with the Delphi Bankruptcy Court (Docket No. 6279).

WHEREAS, on July 13, 2007, the Debtors objected to the Claim pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claim, and (D) Claims Subject to Modification, Tax Claims Subject to Modification, Modified Claims Asserting Reclamation, and Consensually Modified and Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims

Objection").

WHEREAS, on August 14, 2007, ATS Ohio filed its Response Of ATS Ohio Inc. To Debtors' Nineteenth Omnibus Claims Objection (Docket No. 9075) (the "Response").

WHEREAS, on November 9, 2007, to resolve the Nineteenth Omnibus Claims Objection with respect to the Claim, DAS LLC, ATS Ohio and Longacre entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,621,059.30.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, ATS Ohio and Longacre stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,621,059.30 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. ATS Ohio shall withdraw its Response to the Nineteenth Omnibus Claims  
Objection with prejudice.

So Ordered in New York, New York, this 16th day of November, 2007

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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